

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10063 (SHL)

GEMINI TRUST COMPANY, LLC, for itself
and as agent on behalf of the Gemini Lenders,

Plaintiff,

v.

GENESIS GLOBAL CAPITAL, LLC,

Defendant.

Adv. Proc. No. 23-01192 (SHL)

GENESIS GLOBAL CAPITAL, LLC,

Plaintiff,

v.

GEMINI TRUST COMPANY, LLC,
individually and as agent on
behalf of the Earn Users, and
EARN USERS 1-232,824

Defendants.

Adv. Pro. No. 23-01203 (SHL)

AFFIDAVIT OF COMPLIANCE

1. The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's tax identification number (as applicable), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); Genesis Asia Pacific Pte. Ltd. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 175 Greenwich Street, 38th Floor, New York, NY 10007.

STATE OF CALIFORNIA)
 : ss:
COUNTY OF LOS ANGELES)

Natalie Rix, being duly sworn, deposes and says:

1. I am the Head of Communications of Gemini Trust Company, LLC (“Gemini”). I submit this affidavit to confirm Gemini’s compliance with certain provisions of the *Debtors’ Motion for Entry of an Order Approving a Settlement Agreement Among the Debtors, Gemini Trust Company, LLC, the Ad Hoc Group of Genesis Lenders, and the Official Committee of Unsecured Creditors* (Chapter 11 Cases ECF No. 1499; Adv. Pro. No. 23-01192 ECF No. 49; and Adv. Pro. No. 23-01203 ECF No. 16) (the “Motion,” collectively, with the notice accompanying the Motion and the exhibits annexed to the Motion, the “Gemini Settlement Agreement Package”).²

2. On March 19, 2024, employees of Gemini distributed the Gemini Settlement Agreement Package to each Gemini Lender using the email address for such Gemini Lender in Gemini’s records. The Gemini Settlement Agreement Package was accompanied by the Gemini 9019 Motion Notice. The Gemini 9019 Motion Notice (i) provided links to the Gemini Settlement Agreement Package; (ii) described certain terms of the Settlement Agreement, including the distributions on account of the proposed allowed Gemini Master Claim; (iii) referred the Gemini Lenders to their individual account pages that may be accessed through the Gemini Earn Program’s website and the Gemini mobile app so that they may confirm their digital assets owed to them and proposed to be allowed and distributed pursuant to the Settlement Agreement; (iv) urged all Gemini Lenders to carefully review the Settlement

2. Capitalized terms used but not defined herein have the meanings given to them in the Motion.

Agreement; and (v) provided the deadline for responses to the Motion. A true and correct copy of the Gemini 9019 Motion Notice is attached hereto as Exhibit A. The hyperlinks to the Gemini Settlement Agreement Package were accessible on the date of service and remain accessible as of the date hereof.

3. On March 19, 2024, Gemini posted hyperlinks to the Gemini Settlement Agreement Package and a copy of the Gemini 9019 Motion Notice to the Gemini Earn update page located at www.gemini.com/earn (the "Gemini Earn Update"). As of this date, the Gemini Earn Update, including the hyperlinks, remains accessible on this page. A true and correct copy of a screenshot image of the Gemini Earn Update is attached hereto as Exhibit B.



Name: Natalie Rix
Title: Head of Communications

Sworn before me this
____ day of March, 2024.

SEE ATTACHED JURAT

Notary Public

My commission expires _____

CALIFORNIA JURAT

GOVERNMENT CODE § 8202

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of LOS ANGELES

Subscribed and sworn to (or affirmed) before me on

this 5th day of April, 2024, by
Date Month Year



(1) Natalie Rix

(and (2) _____),
Name(s) of Signer(s)

proved to me on the basis of satisfactory evidence to
be the person(s) who appeared before me.

Place Notary Seal and/or Stamp Above

Signature Leslie G. Frankel
Signature of Notary Public

OPTIONAL

Completing this information can deter alteration of the document or
fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: Affidavit of Compliance

Document Date: April 5, 2024 Number of Pages: 2

Signer(s) Other Than Named Above: _____

EXHIBIT A

Gemini 9019 Motion Notice Email



Hi there,

We are writing to provide you with an update and required notice. Today, Genesis asked the Bankruptcy Court to approve the “settlement in principle” announced on February 28, 2024, which provides for a global settlement with Genesis and other creditors in the Genesis Bankruptcy that will, if approved by the Bankruptcy Court, result in **all Earn users receiving 100% of their digital assets back in kind — approximately 97% in the near term and then the remainder as recoveries are received from Digital Currency Group, Inc. (DCG).**

This notice marks the start of the required Bankruptcy Court approval process necessary for the “settlement in principle” to become effective. **No action is required on your part to benefit from the terms of the settlement.**

As a reminder, this settlement means, for example, that if you had lent one bitcoin in the Earn program (as of November 16, 2022 — the date Genesis suspended redemptions), you will receive one bitcoin back. And it means that **you will receive any and all appreciation of your assets since you lent them into the Earn program.** If approved, we will be returning over \$2 billion in value (at today’s prices) — \$900 million more than when Genesis halted withdrawals.

You can find Genesis’s Motion to Approve the Settlement [here](#), and you can also find Gemini’s Statement in Support of the Settlement [here](#). The settlement itself is Exhibit B to the Motion and starts on page 49 of the Motion PDF.

This required notice is intended to provide you with information regarding the settlement, your recoveries under it, and your right to object to the settlement. Unless you object to the settlement you will be legally bound to its terms pursuant to the Proposed Order attached as Exhibit A to the Motion, which include:

- **Gemini distribution authorization.** The settlement authorizes Gemini to expedite the delivery of your digital assets in kind upon the effectiveness of the settlement. Per the settlement, the return of your digital assets will not be dependent on the outcome or timing of the Genesis Bankruptcy Plan.
- **Initial distribution amount and timeline.** The settlement provides that the initial distributions to you will be approximately 97% of the digital assets owed to you as of the suspension date (November 16, 2022) and that they will occur within a few weeks of the Bankruptcy Court approving the settlement. Your remaining asset balance will be credited in kind to you as recoveries are received from DCG. As part of this settlement Gemini is contributing \$50 million to Earn users' recoveries, inclusive of the \$40 million referenced in the February 28, 2024 [Earn update](#).
- **Adversary proceeding.** The settlement also resolves the Initial Collateral and Additional Collateral Adversary Proceeding (see February 9, 2024, November 22, and October 27, 2023 updates on the Earn page) and resolves the preference claims against Earn Users. The settlement provides that Genesis waives all preference claims and causes of action against all Earn users.

The Motion [here](#) contains additional information on the terms of the settlement. We encourage you to read the settlement carefully.

Again, no action is required on your part unless you object to the settlement. In that case, objections are due by April 9, 2024 at 4pm ET and must comply with the instructions in the Notice of Motion [here](#). Creditors who send the Bankruptcy Court an objection that is not signed by an attorney and is not filed on the Bankruptcy Court's docket must comply with the requirements set forth in the Notice of Protocol for Written Communications to the Bankruptcy Court by Creditors, as outlined on page 2 of the Notice of Motion (see December 29, 2023 update on the [Earn update page](#)).

The Bankruptcy Court will consider approval of the settlement at a hearing scheduled for April 16, 2024 at 11am ET. Details for attending the hearing will be posted to the Earn page once they are made available. The

settlement will not become effective until it has been approved by the Bankruptcy Court.

As a reminder, you can view the assets that will be returned to you if the settlement is approved by logging into your Gemini account through the Gemini website or the Gemini mobile app and clicking on “pending balance.” The settlement provides that all of your assets listed in the “pending balances” will be restored in kind, with approximately 97% being distributed initially and the remainder in full, upon receipt of recoveries from DCG.

Further updates regarding timelines will continue to be posted to the [Earn update page](#) as they become available.

We truly appreciate your patience and support while we continue to advance this process to conclusion.

The Gemini Team

EXHIBIT B

Gemini Earn Update



Updates

March 19, 2024 (Tuesday)

Today, Genesis asked the Bankruptcy Court to approve the “settlement in principle” announced on February 28, 2024, which provides for a global settlement with Genesis and other creditors in the Genesis Bankruptcy that will, if approved by the Bankruptcy Court, result in **all Earn users receiving 100% of their digital assets back in kind — approximately 97% in the near term and then the remainder as recoveries are received from Digital Currency Group, Inc. (DCG).**

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